

Southern Railway System

P.O. Box 1808
Washington, D.C. 20013

REGISTRATION NO. 5732-1
FILE 1425

JUN 26 1980 10 22 AM

INTERSTATE COMMERCE COMMISSION

KARL A. STOECKER
SENIOR VICE PRESIDENT
FINANCE

920 15TH STREET, N.W.
TEL: (202) 383-4600

JUN 26 1980

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Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

un
JUN 26 1980
Date
Fee \$ 10.00

Dear Mrs. Mergenovich:

ICS Washington, D. C.

I enclose five original counterparts of the instrument described in paragraph (1) hereof, for recordation and return, together with two original counterparts for the Commission's files.

In accordance with 49 CFR Part 1116, covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Supplement dated as of June 16, 1980, to Equipment Trust Agreement between Citibank, N.A., Trustee, and Southern Railway Company dated as of June 1, 1970, as amended, constituting Southern Railway Equipment Trust No. 3 of 1970.
- (2) The Supplement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:

1 - new 70-ton 50' Pulpwood Car bearing road number 142077, AAR designation LP.

The unit of Equipment will be marked with the words:

"SOUTHERN RAILWAY EQUIPMENT TRUST NO. 3 OF 1970; FIRST NATIONAL CITY BANK, TRUSTEE, OWNER, LESSOR."

- (3) The Equipment Trust Agreement was filed and recorded in your office on May 27, 1970, at 2:05 P.M., and was assigned Recordation No. 5732.

Handwritten notes:
Completed - Kimberly Woodruff
Expanding from 177 to 178

Interstate Commerce Commission
Washington, D.C. 20423

6/30/80

OFFICE OF THE SECRETARY

Karl A. Stoecker
Senior Vice President-Finance
Southern Railway System
P.O.Box 1808
Washington, D.C. 20013

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **6/26/80** at **12:35pm**, and assigned re-
recording number(s). **5732-I, 5895-H, 6096-F, 6185-G, 6443-C, 6828-I**

7168-K

9316-C, 9387-D

7444-H

Sincerely yours,

8119-D

8181-C

8221-C

8603-D

8652-F

8736-F

8815-F

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

Executed in 7 Counterparts of
which this is Counterpart No. 1

5732-1
RECORDATION NO. FILE 1425

JUN 28 1980

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of
June 16, 1980, by and between

CITIBANK, N.A., a national banking association duly incor-
porated and existing under the laws of the United States of
America with its head office in the City of New York, New York,
(the "Trustee"), party of the first part; and

SOUTHERN RAILWAY COMPANY, a Virginia corporation, and
CENTRAL OF GEORGIA RAILROAD COMPANY, a Georgia corporation,
(together called the "Company"), party of the second part;

W I T N E S S E T H T H A T :

WHEREAS, by agreement dated as of June 1, 1970, as amended,
(the "Agreement"), between the Trustee and the Company there
was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 3 OF 1970;
and

WHEREAS, Southern Railway Company assigned portions of its
interest in the Agreement to CENTRAL OF GEORGIA RAILROAD COMPANY
by assignment dated as of June 2, 1970; and

WHEREAS, by the Agreement the Trustee has let and leased
unto the Company certain railroad equipment as defined in the
Agreement (the "Equipment") for a term as set forth in the
Agreement, all upon such terms and conditions as therein
specified; and

WHEREAS, in Section 4.9 of the Agreement, it is provided
that upon the filing with the Trustee of the appropriate
documents, any monies paid to the Trustee pursuant to said
Section 4.9 or Section 4.7 of the Agreement may be applied to
the purchase of additional equipment; and

WHEREAS, the Company, in compliance with the aforesaid
requirements of Section 4.9 of the Agreement now proposes to
cause to be sold, assigned, transferred and set over unto the
Trustee, as trustee under the Agreement, one (1) new 70-ton 50'
Pulpwood Car bearing road number 142077 (the "Additional
Equipment");

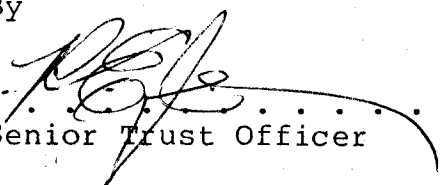
NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all of its right, title and interest under the contract for the acquisition of the Additional Equipment and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original Equipment described in the Agreement.

AND the Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.

This Supplemental Agreement may be executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.


CITIBANK, N.A., As Trustee
By


Senior Trust Officer

ATTEST:


Trust Officer

SOUTHERN RAILWAY COMPANY,
CENTRAL OF GEORGIA RAILROAD COMPANY
By


Vice President

ATTEST:


Assistant Secretary

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 19TH day of JUNE, 1980, before
me personally appeared RALPH E. JOHNSON, to me personally
known, who, being by me duly sworn, says that he is a Senior Trust Officer
(Title)
of CITIBANK, N.A., that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corporation pursuant
to due corporate authority and he acknowledged that the execution
of the foregoing instrument was the free act and deed of said
corporation.

R. Douglas Hunt

DISTRICT OF COLUMBIA.

On this 23RD day of June, 1980, before
me personally appeared DR McArlee, to me personally
known, who, being by me duly sworn, says that he is a Vice President
of SOUTHERN RAILWAY COMPANY and CENTRAL OF GEORGIA RAILROAD COMPANY,
that one of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was signed
and sealed on behalf of said corporation pursuant to due corporate
authority and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

C. O. Wagner

C. O. WAGNER
Notary Public

In and For the District of Columbia
My Commission Expires May 31, 1982